

AMENDMENT NO. 9

to

A320 Family Aircraft Purchase Agreement

dated as of September 30, 2011

between

Airbus S.A.S.

and

Frontier Airlines, Inc.

CT0905340 _EXECUTION_AMD9_FFT_A320

1

Confidential

Amendment No. 9

This Amendment No. 9 (this “**Amendment**”) is entered into as of May 4, 2020, between Airbus S.A.S., a *société par actions simplifiée* organized and existing under the laws of France, having its registered office located at 2, Rond-Point Emile Dewoitine, 31700 Blagnac, France (the “**Seller**”), and Frontier Airlines, Inc., a corporation organized and existing under the laws of the State of Colorado, United States of America, having its principal corporate offices located at 4545 Airport Way, Denver, Colorado 80239 USA (the “**Buyer**” and, together with the Seller, the “**Parties**”).

WITNESSETH

WHEREAS, the Buyer and the Seller entered into an A320 Family Aircraft Purchase Agreement dated as of September 30, 2011 (as amended, supplemented and modified from time to time prior to the date hereof, the “**Agreement**”); and

WHEREAS, the Buyer requested to defer the Scheduled Delivery Month of certain Aircraft and the Seller agreed thereto pursuant to the terms and conditions of this Amendment; and

WHEREAS, the Buyer and the Seller wish to amend certain terms of the Agreement as provided herein.

NOW, THEREFORE, FOR GOOD AND VALUABLE CONSIDERATION, THE RECEIPT AND SUFFICIENCY OF WHICH ARE HEREBY ACKNOWLEDGED, THE SELLER AND THE BUYER AGREE AS FOLLOWS:

Capitalized terms used herein and not otherwise defined herein will have the meanings assigned to them in the Agreement. The terms “herein,” “hereof” and “hereunder” and words of similar import refer to this Amendment.

CT0905340_EXECUTION_AMD9_FFT_A320

2

Confidential

1. DELIVERY SCHEDULE

The delivery schedule table set forth in Clause 9.1 of the Agreement is deleted in its entirety and replaced with the delivery schedule table attached hereto as Appendix A.

2. PREDELIVERY PAYMENTS

- 2.1 Clause 5.3.2(b) of the Agreement is hereby amended by adding the parenthetical "(assuming PW1127G-JM for A320 Incremental Aircraft and PW1133G-JM for A321 Incremental Aircraft)" immediately after "Pb = the Base Price of the Incremental Aircraft".
- 2.2 Clause 5.3.2(c) of the Agreement is hereby amended by replacing "(assuming CFM LEAP-1A32)" with "(assuming PW1133G-JM)".
- 2.3 Solely with respect to Aircraft that are not subject to that certain Amended and Restated Assignment and Assumption Agreement dated March 19, 2020 among the Buyer, the Seller and Vertical Horizons, Ltd., as a result of the changes made to the Agreement pursuant to Paragraphs 1, 2.1 and 2.2 of this Amendment and in accordance with Clause 5.3.3 of the Agreement, the Buyer shall pay to the Seller on or before May 6, 2020 Predelivery Payments in an amount totaling to

Redacted

3. DEFINITION CLAUSE, PROGRAM UPDATE, SPECIAL BUYER RIGHT AND OTHER MATTERS

- 3.1 Clause 0 of the Agreement is hereby amended by replacing "June 2020 Notice" with "December 2020 Notice," which shall be added in its alphabetical order.
- 3.2 Paragraph 9 of Amendment No. 7 to the Agreement is hereby amended by replacing "April 30, 2020" with "October 30, 2020".
- 3.3 Paragraph 13 of Amendment No. 7 to the Agreement is hereby amended by replacing "June 30th, 2020" with "December 31st, 2020" and, replacing in each instance of its use, "June 2020 Notice" with "December 2020 Notice".
- 3.4 Paragraph 13 of Amendment No. 7 to the Agreement is hereby amended by adding the following sentence to the end of the Paragraph: "Furthermore, following receipt by the Seller of the December 2020 Notice, the Seller will promptly provide to the Buyer via written notice the Scheduled Delivery Month of each A320 Incremental Aircraft resulting from such December 2020 Notice, which for each such A320 Incremental Aircraft shall be a calendar month within the Scheduled Delivery Quarter, as revised by this Amendment, for such A321 XLR Aircraft."

4. SELLER PRICE REVISION FORMULA

- 4.1 Paragraph 6.1 of the Second Amended and Restated Letter Agreement No. 2, dated as of October 9, 2019, is hereby amended by replacing "December 2021" with "June 2022".
- 4.2 Paragraphs 6.2(a) and 6.2(b) of the Second Amended and Restated Letter Agreement No. 2, dated as of October 9, 2019, are each hereby amended by replacing "December 2026" with "June 2027".
- 4.3 Paragraph 6.4 of the Second Amended and Restated Letter Agreement No. 2, dated as of October 9, 2019, is hereby amended by replacing "September 2026" with "March 2027".

5. EFFECT OF AMENDMENT

The Agreement will be deemed amended to the extent herein provided, and, except as specifically amended hereby, will continue in full force and effect in accordance with its original terms. This Amendment contains the entire agreement between the Buyer and the Seller with respect to the subject matter hereof and supersedes any previous understandings, commitments, or representations whatsoever, whether oral or written, related to the subject matter of this Amendment.

Both parties agree that this Amendment will constitute an integral, non-severable part of the Agreement and will be governed by its provisions, except that if the Agreement and this Amendment have specific provisions that are inconsistent, the specific provisions contained in this Amendment will govern.

6. MISCELLANEOUS

This Amendment is subject to the provisions of Clauses 21, 22.6 and 22.11 of the Agreement.

7. COUNTERPARTS


This Amendment may be signed by the Parties in counterparts, which when signed and delivered will each be an original and together constitute but one and the same instrument. Counterparts may be delivered in original, faxed or emailed form, with originals to be delivered in due course.

IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed by their respective duly authorized officers or agents as of the day and year first above written.

Airbus S.A.S.

By _____
Name:
Title:

Frontier Airlines, Inc.

By 
Name: HOWARD DIAMOND
Title: GENERAL COUNSEL

CT0905340 EXECUTION_AMLX_FFT_A320

Confidential

IN WITNESS WHEREOF, the Parties have caused this Amendment to be signed by their respective duly authorized officers or agents as of the day and year first above written.

Airbus S.A.S.

By: 
Name: Benoit de Saint-Euphère
Title: Senior Vice President
Contracts

Frontier Airlines, Inc.

By: _____
Name: _____
Title: _____

CT0905340 _EXECUTION_AMD9_FFT_A320

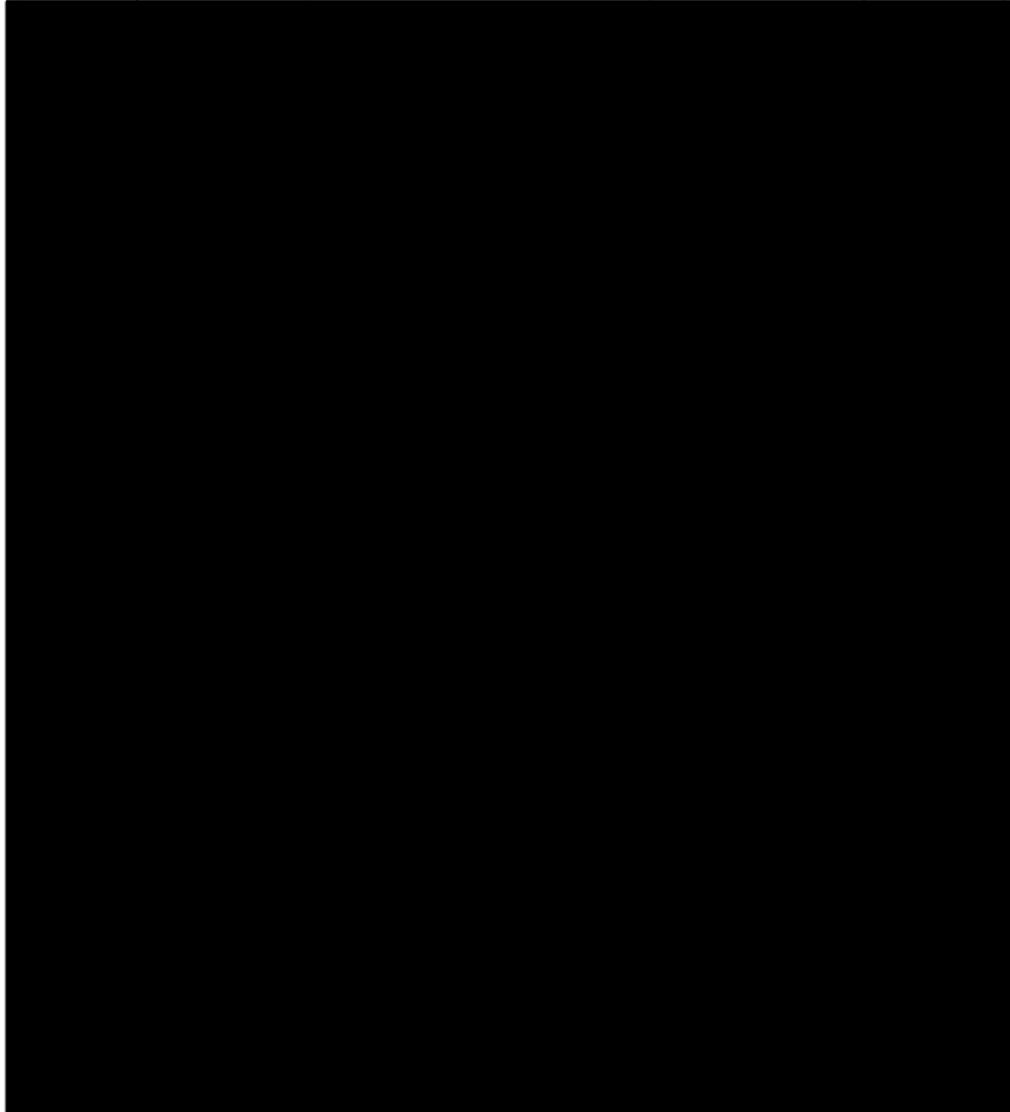
5

Confidential

Appendix A to Amendment No. 9

Delivery Schedule Table

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery | |
|---------------|-------|---------------|--------------------|------|
| | | | Month/Quarter | Year |



CT0905340_EXECUTION_AMD9_FFT_A320

6

Confidential

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery | |
|---------------|----------|---------------|--------------------|------|
| | | | | |
| 50 | 10005486 | A320 Aircraft | February | 2020 |
| 51 | 10005487 | A320 Aircraft | February | 2020 |
| 52 | 10005488 | A320 Aircraft | July | 2020 |
| 53 | 10005489 | A320 Aircraft | July | 2020 |
| 54 | 10005490 | A320 Aircraft | March | 2020 |
| 55 | 10005491 | A320 Aircraft | July | 2020 |
| 56 | 10005492 | A320 Aircraft | January | 2021 |
| 57 | 10005493 | A320 Aircraft | September | 2020 |
| 58 | 10005494 | A320 Aircraft | February | 2021 |
| 59 | 10005495 | A320 Aircraft | November | 2020 |
| 60 | 10005496 | A320 Aircraft | December | 2020 |
| 61 | 10005497 | A320 Aircraft | February | 2021 |
| 62 | 10005498 | A320 Aircraft | March | 2021 |
| 63 | 10005499 | A320 Aircraft | March | 2021 |
| 64 | 10005500 | A320 Aircraft | March | 2021 |
| 65 | 10005501 | A320 Aircraft | March | 2021 |
| 66 | 10005502 | A320 Aircraft | May | 2021 |
| 67 | 10005503 | A320 Aircraft | June | 2021 |
| 68 | 10005504 | A320 Aircraft | June | 2021 |
| 69 | 10005505 | A320 Aircraft | August | 2021 |
| 70 | 10005506 | A320 Aircraft | September | 2021 |
| 71 | 10005507 | A320 Aircraft | September | 2021 |
| 72 | 10005508 | A320 Aircraft | November | 2021 |
| 73 | 10005509 | A320 Aircraft | December | 2021 |

Redacted

CT0905340_EXECUTION_AMD9_FFT_A320

7

Confidential

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery | |
|---------------|----------|---------------|--------------------|------|
| Redacted | | | | |
| 80 | 10005516 | A320 Aircraft | December | 2021 |

Redacted

CT0905340_EXECUTION_AMD9_FFT_A320

8

Confidential

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery |
|---------------|-------|---------------|--------------------|
|---------------|-------|---------------|--------------------|

Redacted

CT0905340 _EXECUTION_AMD9_FFT_A320

9

Confidential

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery |
|---------------|-------|---------------|--------------------|
| Redacted | | | |

CT0905340 _EXECUTION_AMD9_FFT_A32010

Confidential

| Aircraft Rank | CACID | Aircraft Type | Scheduled Delivery |
|---------------|-------|---------------|--------------------|
| Redacted | | | |